

RECORDATION NO.

26756-A

FILED

JUN 03 '08

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OF COUNSEL
URBAN A LESTER

June 3, 2008

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release of Security Interest, dated as of May 29, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a total release and relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 26756.

The name and address of the party to the enclosed document are:

Secured Party: TD Banknorth, N.A
2 West Main Street
P.O. Box 2589
Waterbury, Connecticut 06723-2589

[Debtor: New Haven-National Rail Terminal and
Transportation Co., LLC
80 Middletown Avenue
New Haven, Connecticut 06513]

Anne K. Quinlan, Esq.
June 3, 2008
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A description of the railroad equipment covered by the enclosed document
is:

All railcars covered by the Memorandum of Security Agreement on file
under Recordation Number 26756 are RELEASED.

A short summary of the document to appear in the index is:

Termination and Release of Security Interest.

Also enclosed is a check in the amount of \$35.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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Termination and Release of Security Interest
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

For value received, TD Banknorth, N.A. (formerly known as Banknorth, N.A.) ("Secured Party") terminates and releases any and all rights and interests of Secured Party with respect to the railcars described in the schedules attached hereto (the "Released Collateral"), including without limitation any security interests in the Released Collateral pursuant to the agreements referenced in the memoranda listed in the table below.

Memoranda of Secured Party's rights and interests with respect to the Released Collateral have been recorded with the Surface Transportation Board as follows:

Description of recorded document	Date and time of filing with STB	STB recordation number
Memorandum of Security Agreement (dated 12/29/2006)	January 3, 2007 at 2:28 p.m.	26757
Memorandum of Security Agreement (dated 12/29/2006)	January 3, 2007 at 2:16 p.m.	26756
Memorandum of Security Agreement (dated 3/8/2004)	March 11, 2004 at 10:20 a.m.	24846
Memorandum of Security Agreement (dated 2/5/2004)	February 12, 2004 at 9:39 a.m.	24815
Memorandum of Security Agreement (dated 12/29/2003)	December 31, 2003 at 11:04 a.m.	24756

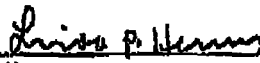
Secured Party releases and terminates its rights and interests covered by each of those memoranda.

EXECUTED as of May 29, 2008.

TD BANKNORTH, N.A.

By: Name: Joseph C. GuarinoTitle: Vice PresidentState of Connecticut, County of Hartford

On May 29, 2008, before me personally appeared Joseph Guarino, VP, to me personally known, who being by me duly sworn says that he is Vice President of TD Banknorth, N.A., a national banking association, and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said banking association.


Notary Public
My commission expires:

[NOTARIAL SEAL]

Linda P. Henry
NOTARY PUBLIC
State of Connecticut
My Commission Expires 3/31/2013

**Schedules
to Termination and Release of Security Interest**

[attached]

Schedule 1

Description of Equipment

Group 1 (sometimes called "Group 1 Cars" or "Group 1 units of Equipment"):

One hundred forty one (141) 100-ton gondolas, Ortner and Thrall built, bearing the reporting mark "NHRX" and road numbers in the range 1057 – 1508, more specifically listed on the schedule attached hereto;

Group 2 (sometimes called "Group 2 Cars" or "Group 2 units of Equipment"):

One hundred fifty two (152) 100-ton gondolas, ACF and Berwick built, all but one bearing the reporting mark "NHRX" and road numbers in the range 677 – 1054, more specifically listed on the schedule attached hereto.

Schedule A

NHRX CARS MASTER LIST						
677	788	879	984	1131	1285	1412
680	790	880	986	1132	1287	1415
683	794	882	988	1136	1290	1419
686**	795	883	991	1145	1292	1426
687	797	885	996	1148	1297	1430
688	798	886	998	1147	1298	1434
690	799	887	1001	1148	1302**	1435
693	800	891	1007	1149	1307	1436
695	804	892	1008	1158	1309	1444
698	807	894	1010	1165	1310	1446
699	808	896	1011	1168	1311	1449
701	813	903	1012	1171	1312	1450**
703	814	905	1013	1175	1319	1451
706	815	907	1027**	1179	1320	1453
707	817	912	1028	1184**	1323	1459
709	818	915	1029	1185	1324	1460
712	820	916	1033	1189	1326	1463
713	822	919	1037	1194	1330	1464
717	823	920	1039	1199	1331	1465
718	827	922	1040	1200	1332	1471
720	830	923	1052	1203	1334	1472
721	832	928	1053	1208	1339	1477
726	833	933	1054**	1210	1345	1478
729	835**	934	1057	1216	1347	1481
734	843	935	1060	1218	1348	1482
737	844	937	1068	1220	1349	1486
741	845	941	1073	1223	1352	1487
743	848	951	1075	1225	1355	1488
746	850	957	1079	1228	1356	1489
747	851	958	1086	1228	1357	1490
748	856	959	1087	1231	1364	1493
750	858	960	1092	1233	1365	1494
759**	860	963	1097	1241	1370	1502
760	862	964	1098	1244	1372	1505
761	863	965	1104	1247	1376	1507
768	864	966	1108	1250	1382	1508
772	865	967	1111	1251	1389	
777	867	969	1113	1257	1396	
779	870	975	1114	1259	1400	1515
782	871	977	1120	1271	1406	
784	873	979	1123	1274	1407	
786	875	980	1125	1275	1410	293 CARS
	878	983		1281	1411	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/11/08



Robert W. Alvord